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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: RYDCHEP, INC.

AUDIT NUMBER..... H97000017977
DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 5

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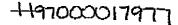
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ARTICLES OF AMENDMENT

TO ARTICLES OF INCORPORATION OF RYDCHEP, INC. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of incorporation:

FIRST: Amendment (s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I, Shall be amended as follows:

Original Corporation name is: Rydchep, Inc. Amended Corporation name is: Junior Dollar, Inc.

ARTICLE VI, Shall be amended as follows:

The original post office address & the principal office of the corporation is: 2360 NW 7th Street

Miami, FL 33125 (305) 643-9667

The amended post office address of the principal office of the corporation is:
13617 SW 26 Street
Miami, FI 33175

ARTICLE VII, Shall be amended as follows:

The original Board of Directors of the Corporation are:

Josefa Marin

President

Rydia Baca

Vice-president, Secty

The amended Board of Directors of the Corporation is:

Luisa Gonzalez

President, Vice-president, Secty.

PREPARED By: GODANI CHELLANS
VARES INC
124500 DIEST
MITMIFT . 33135

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ARTICLES VIII, Shall be amended as follows:

The original name and address of each shareholder and registered agent are:

Shareholder

Josefa Marin

1551 NW 6th Street # 2 Miami, FL 33136 (305) 324-1289

50%

Rydia Baca

50%

650 West Park Dr. # 102

Miami, FI 33172 (305) 554-0551

The amended name and address of each shareholder and registered agent is:

Shareholder 100%

Luisa Gonzalez [301] SW 36 STREET

Miami, FL 33175

(305) 232-2549

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD: The date of each amendment's adoption: 09/18/97
FOURTH: Adoption of Amendment(s) (check one)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.
The amendment(s) was/were adopted approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
"The number of votes cast for the amendment(s) was/were sufficient for approval by
(voting group)
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signed this 18th day of September, 1997
Signature Will Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR
(By a director if adopted by the directors) OR
(By an incorporator if adopted by the incorporators)
(Squa Harrolla)
LUISA GONZALIZ, President, Vice-President & Secty

CERTIFICATE OF ADKNOWLEDGMENT OF REGISTERED AGENT FOR SERVICE AND PROCESS WITHIN THE STATE OF FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

JUNIOR DOLLAR, INC. That:

is qualified to do business under the laws of the State of Florida, with it's REGISTERED OFFICE at:

> 13617 SW 26TH STREET. Miami, Florida, 33175 (305) 232-2549

and has appointed: LUISA GONZALEZ

As it's agent to accept services of process within the State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the Certificate. I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping office sgið office.